



長城汽車股份有限公司

GREAT WALL MOTOR COMPANY LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2333)

PROXY FORM FOR USE AT THE H SHAREHOLDERS' CLASS MEETING

The number of shares to which this proxy form relates ^(Note 1)	
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I/We ^(Note 2) _____
of _____

being the registered holder(s) of _____ H shares ^(Note 3)
in **GREAT WALL MOTOR COMPANY LIMITED** (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or _____ ^(Note 4)

as my/our proxy to attend and act for me/us at the H shareholders' class meeting (the "H Shareholders' Class Meeting") of the Company to be held at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People's Republic of China (the "PRC"), on Thursday, 11 May 2017 at 3:00 p.m. (or as soon as the annual general meeting of the Company shall have been concluded or adjourned) or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Resolution				
Special Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	<p>"THAT the Board be and is hereby authorised to repurchase H Shares of the Company:</p> <p>(a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period of all the powers of the Company to repurchase H Shares with a nominal value of RMB1 each of the Company in issue and listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;</p> <p>(b) The aggregate nominal amount of H Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of the passing of this resolution and the passing of the relevant resolutions at the annual general meeting of the Company and the A Shareholders' Class Meeting;</p>			

* For identification purposes only

Resolution				
Special Resolution		For <small>(Note 5)</small>	Against <small>(Note 5)</small>	Abstain <small>(Note 5)</small>
	<p>(c) the approval in paragraph (a) above shall be conditional upon:</p> <p>(i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the annual general meeting of the Company to be held on Thursday, 11 May 2017 (or on such adjourned date as may be applicable); and the A Shareholders' Class Meeting of the Company to be held on Thursday, 11 May 2017 (or on such adjourned date as may be applicable);</p> <p>(ii) the approvals of all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and</p> <p>(iii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under article 29 of the articles of association of the Company as described above. If the Company determines to repay any amount to any of its creditors in circumstances described under this sub-paragraph (c)(iii), it currently expects to do so out of its internal resources.</p> <p>(d) subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the above-mentioned conditions, the Board be and is hereby authorised to:</p> <p>(i) determine the time, duration, price and number of shares of the repurchase;</p> <p>(ii) notify creditors and issue announcements;</p> <p>(iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the shares of the Company are listed;</p> <p>(v) execute all such documents, do all such acts and things and sign all documents and take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares contemplated under paragraph (a) above in accordance with the applicable laws, regulations and rules;</p>			

Resolution				
Special Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
	<p>(vi) carry out cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the articles of association of the Company to reflect the new capital structure of the Company, and carry out statutory registrations and filings procedures; and</p> <p>(vii) execute and handle other documents and matters related to the repurchase of shares.</p> <p>(e) for the purpose of this resolution: “A Shareholders’ Class Meeting” means the class meeting of A Shareholders; “Board” means the board of directors of the Company; “H Shares” means the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars; “H Shareholders’ Class Meeting” means the class meeting of H Shareholders; “Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited; and “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:</p> <p>(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;</p> <p>(ii) the expiration of a period of twelve months following the passing of this resolution at the H Shareholders’ Class Meeting and the relevant resolutions at the annual general meeting and the A Shareholders’ Class Meeting; or</p> <p>(iii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or by a special resolution of shareholders at a H Shareholders’ Class Meeting or an A Shareholders’ Class Meeting.”</p>			

Date: _____ 2017

Signature(s) ^(Note 6): _____

Notes:

- (1) Please insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- (2) Please insert full name(s) and address(es) (as shown in the register of members) in **block capital letters**.
- (3) Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
- (4) If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy may or may not be a shareholder of the Company. Any alteration made to this proxy form must be signed by the person(s) who signs it.
- (5) Important: If you wish to vote for any resolution, please tick in the box marked "FOR". If you wish to vote against any resolution, please tick in the box marked "AGAINST". If you wish to abstain from voting on any resolution, please tick in the box marked "ABSTAIN". If no such indication is given, the proxy will be entitled to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- (6) This proxy form must be signed by you and your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of any director or attorney duly authorised in writing. In the case of joint holders, this proxy form must be signed by the member whose name stands first in the register of members of the Company.
- (7) If an attending shareholder or proxy abstains from voting in respect to any resolution, the proxy form will be deemed to have been revoked.
- (8) To be valid, this proxy form and, if such proxy form is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notorially certified copy of that power of attorney or other authority must be delivered to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the commencement of the H Shareholders' Class Meeting.
- (9) In the case of joint shareholders of a share in the Company, any one of such holders may vote at the H Shareholders' Class Meeting either in person or by proxy in respect of such share as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the meeting in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote.